

EXHIBIT NN

From: Donna USA0007 Costa/USAP/USA
To: patricia_saunders@m-chem.com
Date: 08/07/2015 04:42 PM
Subject: Confidential - General Counsel

Pat,

Do you mind reviewing my email to Ken? I do not need your feedback this week.

Donna

Dear Ken:

I am writing to provide you with a status report on Jennifer and to explain why I would like to replace her as General Counsel.

When I learned last fall that I was going to be promoted, Yoshisato-san, Pat Saunders and I discussed my successor. As you know, we decided that the best course was to hire someone from outside. Although Jennifer is smart, the breadth and depth of her legal expertise were limited, she had no management experience, and she often behaved in a way that was incompatible with the position. (I had received many complaints about her style and attitude that impacted both her credibility and effectiveness.) Nevertheless, after discussions regarding the cost of hiring a General Counsel, MCHC directed MCHA to promote Jennifer, and I was asked to do my best to make it work. What I understood was that you felt that I could compensate for Jennifer's lack of experience and professionalism. I agreed to your request, with the hope that I could teach her, train her and coach her to grow into the role, and that I could fill any gaps in terms of both legal work and management. As you know, I am always up for a good challenge.

We promoted Jennifer to Acting General Counsel due to our uncertainty that she would succeed as General Counsel. We explained to her that she would be Acting for 12 months, and that we hoped that she would be made General Counsel at the end of that period. I told her that her success was my success and that I was committed to making it work. She asked for a contract, and I declined. She argued repeatedly in favor of being given the General Counsel title (in fact she made this argument to me again just last week); I repeatedly refused.

Although I was concerned about MCHC's decision, Jennifer is a good lawyer and had previously shown the capacity and willingness to grow, so I was cautiously optimistic. You wanted me to 'make it work,' so I set out to do everything I could to do so. I made her development and success a priority: I devoted the majority of my time in January and February to her training. I continued the transition through March. After April 1, I continued to coach her on working with members of the department and with clients in the US and Japan. I knew from my experience with her, and from statements she made to me directly, that she had a lot of insecurity and needed positive reinforcement to develop the confidence needed to do her job effectively. Therefore, for three months I provided only positive feedback and limited my involvement in Legal Department matters, giving her space to find her way in her new role, build relationships without my shadow, and develop her own approach to being General Counsel.

In some ways, things have improved. Other members of the Legal Department are getting along better with her and business people have said she is less arrogant, listens more, and is not as rude. Nevertheless, the fundamental matters that caused us concern are still there. She thinks she knows everything, even when she does not, which causes her to give advice and take action too quickly. She seems intent on not seeking input, because she doesn't want to appear

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unknowledgeable or weak. If I do not schedule meetings with her or walk into her office, we could go weeks without interaction. She generally sees no need to consult with me, which gives me little opportunity to train her or coach her. When I do schedule meetings to discuss work or provide coaching, our discussions are often strained. She told me she is extremely nervous whenever she speaks with me because she is afraid of doing or saying something wrong, or being told she has disappointed me. She is like a child - she is insecure, but appears overly confident to the point of arrogance; she gets teary-eyed nearly every time we talk; she tells me she doesn't understand me and then dismisses things I say with "well you and I just see things differently"; she is competitive rather than collaborative. All of these qualities, while easy to write-off as simple immaturity, make it difficult for me to teach her or coach her. They also make her less effective as a professional. She is so concerned with her image that she is at risk of missing things and making mistakes.

It has now been over eight months since she was told of her promotion, and more than seven months since it was announced. I have no reason to believe that the barriers to her success will disappear. In fact, my experience with her last week confirms that they will not. Since the Brazil deal came in she has been extremely busy and I was worried about her. I went to her office to suggest that she take some time to step back to make sure she is taking care of herself and her work. I suggested that perhaps there are things she is working on that could be delayed or delegated to give her more time for important matters like Brazil. Before long she was yelling at me, telling me she was not under stress and that her only cause of stress was me. She said she was doing a fine job of juggling everything and didn't need help or time to think about it. I pointed out that she was not giving the Brazil deal the attention it required and she told me it was because I was involved and was causing confusion. She came to me later and suggested that I manage Jordon and do the deal without her. She made it clear that she does not feel she can work with me on a project as a teammate or business partner, much less a supervisor. She is so competitive, so determined to prove that she doesn't need my help, that I am not able to support her development.

In sum, I am afraid we have reached our limit. Her style results in a lack of trust, which is unacceptable for someone in her role. Personally, I am growing exhausted from our discussions, which often leave me drained and frustrated. I need someone I can be honest with, rely on and depend on, without being worried that she will fall apart. I also need to be confident that members of MCHA and our affiliates feel comfortable speaking to her and seeking her advice. The current situation is not healthy or productive, and it is not sustainable.

How would you like me to proceed? I have begun discussions on this with Pat Saunders and I am seeking the input of Dennis Trice as well. Would you like me to send you a proposal for when and how I would replace her?

Regards,
Donna

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